

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11 Case No.**
 :
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (JMP)**
 :
Debtors. : **(Jointly Administered)**
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**ORDER TO SHOW CAUSE AND NOTICE FIXING HEARING DATE
TO CONSIDER DEBTORS' MOTION FOR ENTRY OF AN ORDER PURSUANT
TO SECTIONS 105, 363, AND 365 OF THE BANKRUPTCY CODE AND FEDERAL
RULES OF BANKRUPTCY PROCEDURE 2002, 6004, 6006, AND 9019 (I) APPROVING
EQUITY INTERESTS PURCHASE AGREEMENT; (II) AUTHORIZING DEBTORS TO
COMPROMISE, SETTLE, AND RELEASE RELATED CLAIMS
AND (III) GRANTING CERTAIN RELATED RELIEF**

Upon the motion, dated October 8, 2008 (docket no. 746, the "Motion"), of Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-Debtor affiliates, "Lehman"), pursuant to sections 105, 363, and 365 of the Bankruptcy Code, and Federal Rules of Bankruptcy Procedure 2002, 6004, 6006, and 9019, seeking entry of an order that, *inter alia*, (i) approves a certain purchase agreement, (ii) approves a certain assignment agreement, (iii) authorizes the Debtors to compromise, settle, and release related claims, and (iv) approves various transactions related thereto; and upon the Declaration of Alfredo R. Pérez Pursuant to Local Bankruptcy Rule 9077-1(a) (the "Declaration") attesting to the necessity for relief by Order to Show Cause; and it appearing that no notice of this Order to Show Cause need be given, except as provided herein; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that a hearing (the "Hearing") to consider the Motion shall be held before the Honorable James M. Peck, United States Bankruptcy Judge, in Courtroom 601,

United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 on **October 16, 2008, at 10:00 a.m. (New York Time)**, or as soon thereafter as counsel may be heard; and it is further

ORDERED that notice of the Hearing shall be given by sending a copy of this Order to Show Cause, the Motion, and the proposed order on the Motion, via e-mail, fax, or overnight mail, on or before **October 8, 2008, at 5:00 p.m.**, to (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the attorneys for the Debtors' postpetition lenders; (iv) the Securities and Exchange Commission; (v) the Internal Revenue Service; (vi) the United States Attorney for the Southern District of New York; (vii) the attorneys for the Buyers (as defined in the Motion); (viii) any party with an interest in the Sub-Sublease (as defined in the Motion); and (ix) all parties who have requested notice in these chapter 11 cases; and it appearing that no other or further notice need be provided; and it is further

ORDERED that objections and responses, if any, to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York, and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System can be found at <http://www.nysb.uscourts.gov>, the official website for the Bankruptcy Court), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format, and shall be served in accordance with General Order M-242, upon (i) the Chambers of the Honorable James M. Peck, One Bowling Green, New York, New York

10004, Courtroom 601; (ii) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Richard P. Krasnow, Esq., Lori R. Fife, Esq., Shai Y. Waisman, Esq., and Jacqueline Marcus, Esq.), attorneys for the Debtors; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Andy Velez-Rivera, Paul Schwartzberg, Brian Masumoto, Linda Riffkin, and Tracy Hope Davis); (iv) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, (Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq.), attorneys for the official committee of unsecured creditors appointed in these cases; (v) Cleary Gottlieb LLP, One Liberty Plaza, New York, NY 10006, (Attn: Lindsee P. Granfield, Esq. and Lisa Schweitzer, Esq.) and Sullivan & Cromwell LLP, 125 Broad Street, New York, NY 10004, (Attn: Robinson B. Lacy, Esq. and Hydee R. Feldstein, Esq.), attorneys for the Debtors' postpetition lenders; (vi) Ropes and Gray LLP, 1211 Avenue of the Americas, New York, NY 10036 (Attn: Keith H. Wofford, Esq.), attorneys for the Buyers; and (vii) any person or entity entitled to receive notice of the Motion in these cases, so as to be received no later than **October 13, 2008 at 4:00 p.m.** (prevailing Eastern time).

Dated: New York, New York
October 8, 2008

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE